

RECORDATION NO.

20367-A
FILED

DEC 18 '08

-9 00 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
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December 18, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and/or Road Number, dated as of December 18, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Trust Agreement previously filed with the Board under Recordation Number 20367.

The name and address of the party to the enclosed document are:

Railroad: Union Pacific Railroad Company
1400 Douglas Street
Omaha, NE 68179

Anne K. Quinlan, Esquire
December 18, 2008
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A description of the railroad equipment covered by the enclosed document is:

11 locomotives: formerly within the series UP 7000 - UP 7075 and now within the series UP 7390 – UP 7509 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Statement of Change in Reporting Marks and/or Road Number.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

December 18, 2008

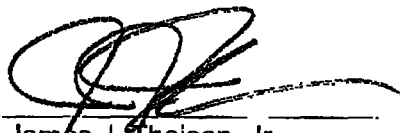
Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: Statement of Change in Reporting Marks and/or Road Numbers,
Union Pacific Equipment Trust Series H (Equipment Trust
Agreement dated as of November 15, 1996), STB Recordation File
Number 20367

Dear Ms. Quinlan:

Please be advised that the reporting marks and/or road numbers of the locomotives identified in the attached schedule have been, or will be, changed as set forth therein.

UNION PACIFIC RAILROAD COMPANY

By: 
James J. Heisen, Jr.
Assistant General Counsel

Attachment

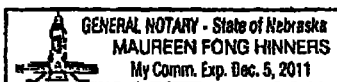
STATE OF NEBRASKA

COUNTY OF DOUGLAS

}
} ss:
}

On this 18th day of December, 2008, before me, a Notary Public in and for said County and State, personally appeared James J. Thelsen, Jr., who being by me duly sworn, says that he is the Assistant General Counsel of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed, on behalf of said corporation and he acknowledged that the execution of said instrument was the free act and deed of the corporation.

IN WITNESS WHEREOF, I have unto set my hand and official seal on the date above mentioned.



Maureen Fong Hanners
NOTARY PUBLIC

SEAL

Union Pacific Equipment Trust Series H
Equipment Trust Agreement dated as of November 15, 1996

Previous STB Recordation File Number: 20367

Original Initial	Original Number	Current Initial	Current Number	Equipment Description
UP	7000	UP	7500	GE AC6000CW diesel-electric locomotive
UP	7001	UP	7501	GE AC6000CW diesel-electric locomotive
UP	7002	UP	7502	GE AC6000CW diesel-electric locomotive
UP	7009	UP	7509	GE AC6000CW diesel-electric locomotive
UP	7064	UP	7390	GE AC4400/6000CW diesel-electric locomotive
UP	7065	UP	7391	GE AC4400/6000CW diesel-electric locomotive
UP	7066	UP	7392	GE AC4400/6000CW diesel-electric locomotive
UP	7067	UP	7393	GE AC4400/6000CW diesel-electric locomotive
UP	7068	UP	7394	GE AC4400/6000CW diesel-electric locomotive
UP	7072	UP	7398	GE AC4400/6000CW diesel-electric locomotive
UP	7075	UP	7401	GE AC4400/6000CW diesel-electric locomotive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/18/08



Robert W. Alvord